

**BEFORE THE
PUBLIC SERVICE COMMISSION
OF SOUTH CAROLINA**

Application of)	
)	
)	
Roeder & Moore, LLC d/b/a Two Men)	APPLICATION, REQUEST FOR
and a Truck of Charlotte and Two)	WAIVERS, AND REQUEST FOR
Men and a Truck of Rock Hill, and)	EXPEDITED CONSIDERATION
R&M of Charlotte, LLC d/b/a Two)	
Men and a Truck of Charlotte)	
)	
for Approval of the Transfer of)	
Certificate No. 9713-A)	

Roeder & Moore, LLC d/b/a Two Men and a Truck of Charlotte and Two Men and a Truck of Rock Hill (“Roeder & Moore”) and R&M of Charlotte, LLC d/b/a Two Men and a Truck of Charlotte (R&M) (“Joint Applicants”) request that the Public Service Commission of South Carolina (“Commission” approve, pursuant to Commission Rule 103-135, the *pro forma* merger of Roeder & Moore into R&M, with the result being that R&M is the surviving company and the holder of Certificate No. 9713-A. As set out herein, Joint Applicants request, because of the *pro forma* nature of this transaction, that the Commission waive any publication requirement that might attach to this Application, waive portions of Commission Rule 103-135. and approve the Transaction (described herein) on an expedited basis and without a hearing.

The Joint Applicants submits the following information in support of their application.

Background

Roeder & Moore (2180 Carolina Place Drive, Suite 108, Fort Mill, SC 29708) holds Class E (Household Goods) Certificate No. 9713-A, issued in [Docket No. 2001-221](#) and

authorizing Roeder & Moore to provide household goods services “between points and places in South Carolina” (statewide).

Roeder & Moore is a South Carolina limited liability company (LLC) in good standing with the South Carolina Secretary of State and owned by three members: William M. (“Tripp”) Moore III, William M Moore Jr, and Hugh N Northcutt (the “Members”).

Roeder and Moore currently has 9 drivers and movers, and operates up to 6 trucks. Roeder and Moore expects to complete 1,000 moves in 2019 out of its office in Fort Mill. Roeder & Moore has offered and provided services under Certificate No. 9713-A continuously for the 12 months prior to the filing of this Application. Accordingly, Roeder & Moore continues to be “fit, willing, and able” to provide household goods moving services.

R & M of Charlotte (3653 Trailer Drive, Charlotte, NC 28269) holds Class E (Household Goods) Certificate No. 9831, issued in [Docket No. 2016-244-T](#), and authorizing R&M of Charlotte to provide household goods moving services “between points and places in Chester, Lancaster, and York Counties” R&M of Charlotte is also a South Carolina LLC in good standing with the South Carolina Secretary of State, and is owned by the SAME three Members who own Roeder & Moore.

R&M of Charlotte has 58 drivers and movers, and operates 20 trucks. R&M of Charlotte expects to complete close to 5,000 moves out of this office in 2019. R&M of Charlotte has offered and provided services under Certificate No. 9831 continuously for the 12 months prior to

the date of this Application. Accordingly, R&M of Charlotte continues to be “fit, willing, and able” to provide household goods moving services.

The “Transaction”

For various business reasons, the Members (owners of Roeder & Moore and R&M of Charlotte) desire to consolidate the operations of the two companies into R&M of Charlotte as soon as possible. Following this consolidation, the Members intend that R&M of Charlotte will hold Certificate No. 9713-A, and that Certificate No. 9831 will be cancelled. Both offices listed above will continue to operate, but under the aegis of R&M of Charlotte.

Because these are affiliate companies owned by the same three Members, this “merger” is merely *pro forma*. As such, the Members do not intend to memorialize or execute “transaction” documents (e.g. bill of sale, asset purchase agreement) that typically exist in arm’s length transactions. Likewise, there is no “purchase price” in connection with this merger, and no funds or assets will “change hands” (except by moving from the books of Roeder & Moore to those of R&M of Charlotte). Similarly, because the Members own both companies, there is no question but that the Members must satisfy all the debts and obligations of both whether a merger takes place or not. Therefore, the Joint Applicants requests that the Commission waive those portions of Commission Rule 103-135 that would require this Application to contain evidence (e.g. bill of sale, assumption of liabilities) connected to the merger.

Relief Sought by this Application and Justification Therefor

The *pro forma* merger of Roeder and Moore into R&M of Charlotte and the resulting transfer of Certificate No. 9713-A from Roeder and Moore to R&M of Charlotte will not adversely affect the service to the public under Certificate No. 9713-A. R&M of Charlotte will continue to provide household goods moving services using the equipment and employees of

both companies. R&M of Charlotte has previously demonstrated to the Commission that it is fit, willing and able to perform household goods moving services in South Carolina. Finally, as set out above R&M of Charlotte has offered and provided household goods moving services continuously to the public for not less than twelve months prior to the date of this Application. For these reasons and others, a hearing in connection with this Application is not necessary and the Joint Applicants request that the Commission consider same without a formal hearing.

Requests for Waivers

Joint Applicants request that the Commission waive application of Commission Rule 103-135(3)(a) and (b) to the extent that rule requires the Joint Applicants to provide more information to support this Application than is contained herein. As described above, waiver of those portions of this Rule is appropriate and not contrary to the public interest because of the *pro forma* nature of this merger and the fact that the Certificate will continue to have the same ultimate owners. In addition, to the extent that Commission Rule 103-132 requires publication of a notice of filing of this Application, the Joint Applicants request that the Commission waive application of this Rule. Waiver of this Rule is appropriate and not contrary to the public interest for the same reasons described above.

Conclusion

For the reasons stated above, Joint Applicants respectfully request that the Commission waive any publication requirements that might attach to this Application pursuant to Commission Rule 103-132, waive application of Commission Rule 103-135(3)(a) and (b) as appropriate, consider this Application without a hearing, approve the transfer of Certificate No. 9713-A from Roeder and Moore to R&M of Charlotte, and grant such other relief as is just and proper.

Respectfully submitted,

By: s/John J. Pringle, Jr.
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Counsel for Joint Applicants

December 20, 2019

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Roeder & Moore, LLC d/b/a Two)
Men and a Truck of Charlotte and)
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CERTIFICATE OF SERVICE

This is to certify that I have caused to be served this day the **APPLICATION, REQUEST FOR WAIVERS, AND REQUEST FOR EXPEDITED CONSIDERATION**, via electronic mail service as follows:

Jeff Nelson, Esquire
jnelson@ors.sc.gov

s/John J. Pringle, Jr.

December 20, 2019
Columbia, South Carolina